

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
JOANN INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 25-10068 (CTG)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket No. 501</b>

**NOTICE OF SECOND AMENDED<sup>2</sup> AGENDA OF MATTERS SCHEDULED FOR  
HEARING ON FEBRUARY 26, 2025 AT 2:00 P.M. (EASTERN TIME)  
BEFORE THE HONORABLE CRAIG T. GOLDBLATT**

This proceeding will be conducted in-person. All counsel and witnesses are expected to attend unless permitted to appear remotely via Zoom. Please refer to Judge Goldblatt's Chambers Procedures (<https://www.deb.uscourts.gov/content/judge-craig-t-goldblatt>) and the Court's website (<http://www.deb.uscourts.gov/ecourt-appearances>) for information on who may participate remotely, the method of allowed participation (video or audio), Judge Goldblatt's expectations of remote participants, and the advance registration requirements. Registration is required by 4:00 p.m. (Eastern time) the business day before the hearing unless otherwise noticed using the eCourtAppearances tool available on the Court's website.

**MATTERS GOING FORWARD**

1. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Creditors, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief (Filed January 15, 2025) [Docket No. 6]

Related Documents:

- (a) Interim Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Creditors, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief (Entered January 16, 2025) [Docket No. 106]

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors' mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

<sup>2</sup> **Amendments appear in bold print.**

- (b) Notice of Entry of Interim Order and Final Hearing With Respect to Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Creditors, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief (Filed January 17, 2025) [Docket No. 129]
- (c) Notice of Hearing (Filed February 16, 2025) [Docket No. 447]
- (d) **Notice of Filing Final Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Creditors, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief (Filed February 26, 2025) [Docket No. 506]**

Objection Deadline: February 4, 2025 at 4:00 p.m. (ET). On consent of the parties, the objection deadline was extended to February 5, 2025 for the *ad valorem* taxing authorities in Texas, and until 5:00 p.m. on February 6, 2025 for the Official Committee of Unsecured Creditors and Witte Plaza, Ltd.

Responses Received: Informal comment by Witte Plaza, Ltd.

- (a) United States Trustee's Omnibus Objection to: (1) Motion of Debtors for Entry of an Order, Inter Alia, Approving Bidding Procedures and Scheduling Certain Dates and Deadlines With Respect Thereto; (2) Motion of Debtors for Entry of Interim and Final Orders, Inter Alia, Authorizing the Debtors to Use Cash Collateral; and (3) Motion of Debtors for Entry of an Order, Inter Alia, Extending Time to File Certain Bankruptcy Schedules and Statements (Filed February 5, 2025) [Docket No. 285]
- (b) [SEALED] Preliminary Omnibus Objection of the Ad Hoc Term Loan Group to the Debtors' (I) Bidding Procedures Motion and (II) Cash Collateral Motion (Filed February 6, 2025) [Docket No. 299]
- (c) [SEALED] Declaration of Andrew K. Glenn in Support of the Preliminary Omnibus Objection of the Ad Hoc Term Loan Group to the Debtors' (I) Bidding Procedures Motion and (II) Cash Collateral Motion (Filed February 6, 2025) [Docket No. 300]
- (d) [SEALED] Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors Motions (I) for Entry of an Order Approving Bidding Procedures and Stalking Horse Agreement; and (II) for Entry of a Final Order Authorizing the Use of Cash Collateral (Filed February 6, 2025) [Docket No. 303]

- (e) Wilmington Savings Fund Society, FSB's Joinder to Preliminary Omnibus Objection of the Ad Hoc Term Loan Group to The Debtors' (I) Bidding Procedures Motion and (II) Cash Collateral Motion (Filed February 7, 2025) [Docket No. 305]
- (f) Limited Objection of ARC CLORLFL001, LLC; ARC NLLKLFL001, LLC; ARC SMWMBFL001, LLC; ARG JAFPTIL001, LLC; ARG MHMORNC001, LLC; ARG OTOWEKY001, LLC; Acadia Realty Limited Partnership; American Fork SC, LLC; BMA JC LLC; Brixmor Operating Partnership LP; CCA-RSSC LLC; EDENS; Federal Realty OP LP; Gallatin Mall Group, L.L.C.; Hutensky Capital Partners, LLC; LA Costa Capital Partners; Lancaster Development Company LLC; Marketplace West Partners, LLC; Orem Family Center, LLC; PBA II, LLC; Pride Center Co., LLC; RD Management, LLC; Renaissance Partners I, LLC; Santa Susana GRF2, LLC; Sherman Commons, L.P., Shopping Center Associates, LP; TPP 217 Taylorsville, LLC; The Sterling Organization; UFPTFC, LLC & BBTFCLLC; and, Westford Valley Marketplace, Inc. to Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Creditors, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief (Filed February 7, 2025) [Docket No. 308]
- (g) Objection to Debtor's Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Creditors, Etc. (Filed February 7, 2025) [Docket No. 309]
- (h) [Lion Brand] Joinder to Preliminary Objection of the Ad Hoc Term Loan Group to the Debtors' (I) Bidding Procedures Motion and (II) Cash Collateral Motion (Filed February 7, 2025) [Docket No. 323]
- (i) Limited Objection and Joinder of Arbor Square II, LLC, CRI Easton Square LLC, DLC Management Corporation, First National Realty Partners, Gibraltar Management Co., Inc., Inland Commercial Real Estate Services LLC, National Realty & Development Corp., PTC TX Holdings, LLC, Rivercrest Realty Associates, LLC, Westfield, LLC, and Wheeler Real Estate Investment Trust Inc. to Motion of Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Creditors, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief (Filed February 7, 2025) [Docket No. 329]
- (j) Joinder of Granite Village West, L.P. and Lynnwood Tower, LLC, in Limited Objection of Multiple Landlords to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Creditors, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief (Filed February 7, 2025) [Docket No. 330]

- (k) Preliminary Omnibus Objection of the Ad Hoc Term Loan Group to the Debtors' (I) Bidding Procedures Motion and (II) Cash Collateral Motion (Filed February 7, 2025) [Docket No. 335]
- (l) Declaration of Andrew K. Glenn in Support of the Preliminary Omnibus Objection of the Ad Hoc Term Loan Group to the Debtors' (I) Bidding Procedures Motion and (II) Cash Collateral Motion (Filed February 7, 2025) [Docket No. 336]
- (m) Notice of Filing of Unredacted (A) Preliminary Omnibus Objection of the Ad Hoc Term Loan Group to the Debtors' (I) Bidding Procedures Motion and (II) Cash Collateral Motion and (B) Declaration of Andrew K. Glenn in Support of the Preliminary Omnibus Objection (Filed February 7, 2025) [Docket No. 337]
- (n) [Unredacted] Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors Motions (I) for Entry of an Order Approving Bidding Procedures and Stalking Horse Agreement; and (II) for Entry of a Final Order Authorizing the Use of Cash Collateral (Filed February 8, 2025) [Docket No. 338]
- (o) Omnibus Response of Bank of America, N.A., as Prepetition ABL Agent, to Objections to the Cash Collateral Motion and the Bidding Procedures Motion (Filed February 13, 2025) [Docket No. 413]
- (p) [SEALED] Omnibus Reply of 1903P Loan Agent, LLC as FILO Agent, to Objections to the Cash Collateral Motion and the Bidding Procedures Motion (Filed February 13, 2025) [Docket No. 414]
- (q) [Redacted] Omnibus Reply of 1903P Loan Agent, LLC as FILO Agent, to Objections to the Cash Collateral Motion and the Bidding Procedures Motion (Filed February 13, 2025) [Docket No. 416]
- (r) Motion of 1903P Loan Agent, LLC to (I) Redact the Omnibus Reply of 1903P Loan Agent, LLC, AS FILO Agent, to Objections to the Cash Collateral Motion and the Bidding Procedures Motion and (II) Seal Certain Exhibits Thereto (Filed February 13, 2025) [Docket No. 417]

Status: This matter was adjourned from the February 21, 2025 hearing. This matter will be going forward.

2. Motion of Debtors for Entry of an Order (I) Approving Bidding Procedures, (II) Scheduling Certain Dates and Deadlines With Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Stalking Horse Agreement, (V) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (VI) Authorizing the Assumption and Assignment of Assumed Contracts and Leases, (VII) Approving the Sale of Assets, and (VIII) Granting Related Relief (Filed January 15, 2025) [Docket No. 17]

Related Documents:

- (a) Notice of Potential Sale Hearing (Filed January 24, 2025) [Docket No. 182]
- (b) Notice of Rescheduled Hearing (Filed February 10, 2025) [Docket No. 354]
- (c) Declaration of Elise S. Frejka, CIPP/US, in Support of the Motion of Debtors for Entry of an Order (I) Approving Bidding Procedures, (II) Scheduling Certain Dates and Deadlines With Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Stalking Horse Agreement, (V) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (VI) Authorizing the Assumption and Assignment of Assumed Contracts and Leases, (VII) Approving the Sale of Assets, and (VIII) Granting Related Relief (Filed February 12, 2025) [Docket No. 388]
- (d) Order (I) Approving Bidding Procedures, (II) Scheduling Certain Dates and Deadlines With Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Stalking Horse Agreement, (V) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (VI) Authorizing the Assumption and Assignment of Assumed Contracts and Leases, (VII) Approving the Sale of Assets, and (VIII) Granting Related Relief (Entered February 16, 2025) [Docket No. 446]
- (e) Notice of Auction for the Sale of the Debtors' Assets (Filed February 16, 2025) [Docket No. 448]
- (f) Bidding Procedures (Filed February 16, 2025) [Docket No. 449]
- (g) Notice of Auction (Filed February 19, 2025) [Docket No. 461]
- (h) Affidavit of Publication Regarding Notice of Auction for the Sale of the Debtors' Assets (Filed February 20, 2025) [Docket No. 472]
- (i) Notice of Winning Bidder for Certain of the Debtors' Assets (Filed February 22, 2025) [Docket No. 480]
- (j) Debtors' Witness and Exhibit List for Hearing Scheduled for February 26, 2025 at 2:00 p.m. (prevailing Eastern Time) (Filed February 24, 2025) [Docket No. 482]

- (k) Notice of Filing Winning Bidder Agency Agreement (Filed February 24, 2025) [Docket No. 486]
- (l) Notice of Debtors' Proposed Order (A) Approving and Authorizing Sale of the Debtors' Assets, Free and Clear of All Liens, Claims, Encumbrances, and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief (Filed February 25, 2025) [Docket No. 493]
- (m) **Reply of Debtors in Support of the Proposed Sale Transaction (Filed February 26, 2025) [Docket No. 504]**
- (n) **Debtors' Amended Witness and Exhibit List for Hearing Scheduled for February 26, 2025 at 2:00 p.m. (prevailing Eastern Time) (Filed February 26, 2025) [Docket No. 507]**

Objection Deadline: February 4, 2025 at 4:00 p.m. (ET). On consent of the parties, the Objection Deadline was extended until 5:00 p.m. on February 6, 2025 for the Official Committee of Unsecured Creditors.

Responses Received:

- (a) **Crafty (AL) LLC's Limited Objections to Debtors' Motion for Entry of an Order, Inter Alia: (I) Approving Stalking Horse Agreement; (II) Authorizing Assumption and Assignment of Assumed Contracts and Leases; and (III) Approving Sale of Assets (Filed February 4, 2025) [Docket No. 257]**
- (b) **Limited Omnibus Objection of IG Design Group Americas, Inc. to Sale Procedures Motion and Contract Procedures Motion (Filed February 4, 2025) [Docket No. 258]**
- (c) **United States Trustee's Omnibus Objection to: (1) Motion of Debtors for Entry of an Order, Inter Alia, Approving Bidding Procedures and Scheduling Certain Dates and Deadlines With Respect Thereto; (2) Motion of Debtors for Entry of Interim and Final Orders, Inter Alia, Authorizing the Debtors to Use Cash Collateral; and (3) Motion of Debtors for Entry of an Order, Inter Alia, Extending Time to File Certain Bankruptcy Schedules and Statements (Filed February 5, 2025) [Docket No. 285]**
- (d) **[SEALED] Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors Motions (I) for Entry of an Order Approving Bidding Procedures and Stalking Horse Agreement; and (II) for Entry of a Final Order Authorizing the Use of Cash Collateral (Filed February 6, 2025) [Docket No. 303]**
- (e) The Official Committee of Unsecured Creditors' Witness and Exhibit List (Filed February 24, 2025) [Docket No. 484]

- (f) 1903P Loan Agent, LLC's Witness and Exhibit List for Hearing on February 26, 2025 at 2:00 p.m. (ET) (Filed February 24, 2025) [Docket No. 485]
- (g) [Project Swift] Reservation of Rights With Respect to Motion of Debtors for Entry of an Order (I) Approving Bidding Procedures, (II) Scheduling Certain Dates and Deadlines With Respect Thereto, (III) Approving the Form and Manner of Notice Thereof, (IV) Approving the Stalking Horse Agreement, (V) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, (VI) Authorizing the Assumption and Assignment of Assumed Contracts and Leases, (VII) Approving the Sale of Assets, and (VIII) Granting Related Relief (Filed February 25, 2025) [Docket No. 495]
- (h) Reservation of Rights of ARC CLORLFL001, LLC; ARC NLLKLFL001, LLC; ARC SMWMBFL001, LLC; ARG JAFPTIL001, LLC; ARG MHMORNC001, LLC; ARG OTOWEKY001, LLC; Acadia Realty Limited Partnership; American Fork SC, LLC; BMA JC LLC; Brixmor Operating Partnership LP; CCA-RSSC LLC Edens; EREP Forest Hill I, LLC, Federal Realty OP LP; Gallatin Mall Group, L.L.C.; Hutensky Capital Partners, LLC; Lancaster Development Company LLC; Marketplace West Partners, LLC; NNN YULEE FL Owner LP; REM Family Center, LLC; Paynter Realty; PBA II, LLC; Pride Center Co., LLC; RD Management, LLC; Renaissance Partners I, LLC; River Park Plaza, L.P.; Santa Susana GRF2, LLC; Sherman Commons, L.P.; Shops at Lindale, LLC; Shopping Center Associates, LP; TPP 217 Taylorsville, LLC; The Sterling Organization; UFPTFC, LLC & BBTFCLLC; Westford Valley Marketplace, Inc.; and Zaremba Metropolitan Midlothian, LLC to Entry of Approval Order (Filed February 25, 2025) [Docket No. 496]
- (i) Reservation of Rights of GC Ambassador Courtyard LLC, MP Elko, LLC, and MGP XII Sunrise Village, LLC to Proposed Approval of Agency Agreement and Sale of Debtors' Assets (Filed February 25, 2025) [Docket No. 498]
- (j) Objection and Reservation of Rights of Landlord Mann Enterprises, Inc. to Notice of Winning Bidder for Certain of the Debtors' Assets (Filed February 25, 2025) [Docket No. 499]
- (k) Limited Objection of Jones Lang Lasalle Americas, Inc. to Entry of Order Approving Agency Agreement With the Winning Bidder (Filed February 25, 2025) [Docket No. 500]

Status: The Debtors received more than one Qualified Bid and held an Auction on February 21, 2025. This matter will be going forward.

Dated: February 26, 2025  
Wilmington, Delaware

*/s/ Patrick J. Reilley*

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**COLE SCHOTZ P.C.**

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